



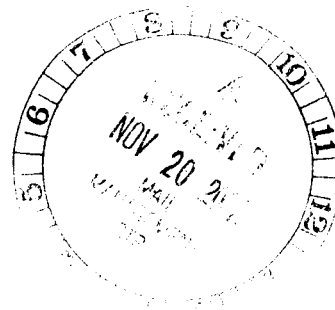
LexisNexis™
Document Solutions

RECORDATION NO. 24216 FILED

NOV 20 12

11-08 AM

SURFACE TRANSPORTATION BOARD



November 19, 2002

Barbara Sadler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Master Net Railcar Lease** dated as of September 19, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY**
2650 Lou Menk Drive, Fort Worth TX 76161

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY** covering 98 tank cars with reporting marks and numbers — DBUX 300007 – DBUX 300129, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF MASTER NET RAILCAR LEASE

THIS MEMORANDUM OF MASTER NET RAILCAR LEASE, dated as of this 19th day of September, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties") and THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, Fort Worth, TX 76161 (the "Lessee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

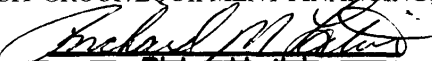
WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of April 5, 2001 and effective as of April 27, 1999, and Schedule No. 06 thereto dated September 14, 2002 covering the equipment listed on Exhibit A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

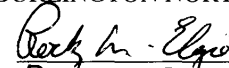
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

By: 
Name: Rocky M. Elgie
Title: Director Fuel Mgmt.

RECORDATION NO. 24216 FILED

NOV 20 02

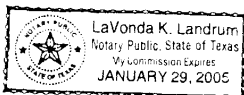
11-06 AM

SURFACE TRANSPORTATION BOARD

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 19th day of September, 2002 before me personally appears
Rocky Elgie
Dir. Fuel Injection to me personally known, who by me duly sworn, says that he/she is the
of THE BURLINGTON NORTHERN SANTA FE RAILWAY
COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by
authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument
was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



LaVonda K. Landrum
Notary Public

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 26th day of September, 2002 before me personally appears
Richard Latini
SVP to me personally known, who by me duly sworn, says that he/she is the
of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the
"Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its
Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act
and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Indra Bedasie
Notary Public

INDRA BEDASIE
Notary Public, State of New York
No. 0166014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 19, 2004

Schedule A

Number of Cars

Equipment Description

98 28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated

1	DBUX	300007	53	DBUX	300075
2	DBUX	300008	54	DBUX	300076
3	DBUX	300012	55	DBUX	300077
4	DBUX	300013	56	DBUX	300078
5	DBUX	300014	57	DBUX	300079
6	DBUX	300015	58	DBUX	300080
7	DBUX	300016	59	DBUX	300081
8	DBUX	300017	60	DBUX	300082
9	DBUX	300018	61	DBUX	300083
10	DBUX	300019	62	DBUX	300084
11	DBUX	300020	63	DBUX	300085
12	DBUX	300021	64	DBUX	300086
13	DBUX	300022	65	DBUX	300087
14	DBUX	300023	66	DBUX	300088
15	DBUX	300024	67	DBUX	300089
16	DBUX	300025	68	DBUX	300090
17	DBUX	300026	69	DBUX	300091
18	DBUX	300028	70	DBUX	300092
19	DBUX	300029	71	DBUX	300093
20	DBUX	300030	72	DBUX	300094
21	DBUX	300041	73	DBUX	300095
22	DBUX	300044	74	DBUX	300096
23	DBUX	300045	75	DBUX	300097
24	DBUX	300046	76	DBUX	300098
25	DBUX	300047	77	DBUX	300099
26	DBUX	300048	78	DBUX	300100
27	DBUX	300049	79	DBUX	300101
28	DBUX	300050	80	DBUX	300102
29	DBUX	300051	81	DBUX	300104
30	DBUX	300052	82	DBUX	300105
31	DBUX	300053	83	DBUX	300106
32	DBUX	300054	84	DBUX	300107
33	DBUX	300055	85	DBUX	300108
34	DBUX	300056	86	DBUX	300110
35	DBUX	300057	87	DBUX	300115
36	DBUX	300058	88	DBUX	300118
37	DBUX	300059	89	DBUX	300119
38	DBUX	300060	90	DBUX	300120
39	DBUX	300061	91	DBUX	300121
40	DBUX	300062	92	DBUX	300122
41	DBUX	300063	93	DBUX	300123
42	DBUX	300064	94	DBUX	300124
43	DBUX	300065	95	DBUX	300125
44	DBUX	300066	96	DBUX	300126
45	DBUX	300067	97	DBUX	300128
46	DBUX	300068	98	DBUX	300129
47	DBUX	300069			
48	DBUX	300070			
49	DBUX	300071			
50	DBUX	300072			
51	DBUX	300073			
52	DBUX	300074			